

**BY-LAWS OF**  
**LOCAL EMERGENCY PLANNING COMMITTEE (LEPC)**  
**OF**  
**YELLOWSTONE COUNTY**

**ARTICLE I. NAME, PURPOSE & OFFICE**

**Section 1.1      Name**

The name of this organization shall be the Yellowstone County Local Emergency Planning LEPC, herein after referred to as the "LEPC". All power of the LEPC is vested in its membership with limited powers given to the Board of Directors.

**Section 1.2      Purpose**

The purpose of the LEPC shall be:

1. To carry out for County of Yellowstone and its political subdivisions those responsibilities required of the LEPC pursuant to Public Law 99-499, Superfund Amendments and Reauthorization Act of 1986 (SARA), Title III, and related regulations including but not limited to:
  - Developing, training, and exercising of a hazardous material emergency response plan for Yellowstone County and its political subdivisions;
  - Developing procedures for receiving and storing hazardous material information from Yellowstone County businesses and processing requests from the public under the community Right-to-Know provisions of Title III, SARA; and
  - Establishing provisions for public notification of LEPC activities.
2. To plan, develop, train and exercise community emergency response plans for all other risks and hazards identified in Yellowstone County including but not limited to flooding, wildfires, major structure fires, winter storms, tornadoes, terrorism, etc.
3. To implement further related activities as may hereafter be legally required by the Federal Government, the State Emergency Response Commission (SERC), or the LEPC.

**Section 1.3      Business Office**

The organization's principal office shall be located in Billings, Montana. When necessary, the LEPC's most current Annual Report filed with the Montana Secretary of State shall identify the location of the principal office.

**ARTICLE II.      MEMBERSHIP**

**Section 2.1      Membership**

1. *Membership.* Any person or firm engaged in business and who subscribes to the principles and purposes of the LEPC is eligible for membership. If a corporation or other entity holds membership, the entity shall be considered one member. Each member shall be eligible for benefits if they support the purpose of the LEPC and maintain active participation in LEPC functions and activities in LEPC functions and activities. A minimum of 70% meeting attendance by agency representative or designee for all general LEPC meeting is required to retain active membership.

2. *Membership Rights and Obligations.* All members have the same rights, privileges, and obligations.
3. *Termination of members.* The LEPC may suspend or terminate a member from the LEPC if the LEPC has made a good faith determination that it is in the best interests of the LEPC to do so. In addition, the LEPC may only suspend or terminate a member from the LEPC pursuant to the following procedure, which shall be carried out in good faith. The procedure provides:
  - the LEPC must, by first class mail, give the member written notice of the suspension or termination not less than 15 days' prior to the effective date of the proposed action and an explanation of the reasons for it; and
  - an opportunity for the member to be heard, orally or in writing, not less than 5 days before the effective date of the suspension or termination by the LEPC.

Notwithstanding the above provisions, the LEPC shall consider a membership terminated if the member fails to make payment of annual dues, if dues are required, or if the member fails to attend meetings or notify the LEPC of their desire to remain as active members.

## **Section 2.2      Core LEPC Members.**

Core membership of the LEPC shall include representatives from each of the following entities to ensure close mutual aid relationships and effective regulatory compliance.

- Billings Fire Department
- Billings Police Department
- Yellowstone County Disaster and Emergency Services Office [DES shall fulfill the staff function role for the LEPC]
- Billings Airport Rescue Firefighting (ARFF)
- ExxonMobil Refinery
- ConocoPhillips Refinery
- CHS [Cenex] Refinery
- Billings Clinic
- Saint Vincent Healthcare
- Yellowstone County Sheriff's Office
- Yellowstone City-County Health

## **Section 2.3      General Members**

General members of the LEPC that support the purpose and activities of the LEPC may include but are not limited to:

- Yellowstone County Fire Departments [incorporated & rural]
- Public and Parochial Schools in Yellowstone County
- Emergency Medical Service Agencies
- Montana Highway Patrol
- Montana Disaster & Emergency Services District V Representative
- Montana Safety Services Council
- Chemical Industries/Businesses in Yellowstone County
- Billing's area Media
- City and County Government Offices in Yellowstone County
- American Red Cross
- Burlington Northern-Santa Fe Railroad
- Montana Rail Link
- Pipeline Companies in Yellowstone County

- University Police Departments
- Electric and Gas Utilities
- US Postal Service
- Amateur Radio Club
- Veterinarians of Yellowstone County
- RSVP ~ Retired Senior Volunteer Program
- United Way of Yellowstone County
- Salvation Army
- FBI and ATF
- Transportation Security Administration
- Montana Dept of Fish, Wildlife & Parks
- Montana Safety Bureau
- OSHA Billings Area Office
- MSU Extension Service
- Big Sky Economic Development Authority
- US Weather Service
- Humane Society
- Montana Army National Guard
- US Armed Services Reserve Center

#### **Section 2.4 Dues**

The LEPC shall determine the amount of annual dues, if any, to be paid by each member. The LEPC may establish a different amount of dues to be paid by different types of membership. The LEPC may terminate members for non-payment of annual membership dues. The LEPC may notify members of nonpayment of dues and may provide a grace period in which to pay dues.

#### **Section 2.5 Monthly Membership Meeting**

The members shall convene monthly meetings on the second Thursday of each month, at the hour of 1:30 o'clock P.M., or at another time on another day within the month that the LEPC agrees upon. Unless otherwise indicated, all minutes are considered public record. Matters of confidentiality and vulnerability shall not be included in public record minutes.

#### **Section 2.6 Special Membership Meetings**

The Chairperson, the Board, or the members may call a special membership meeting for any purpose or purposes described in the meeting notice.

#### **Section 2.7 Place of Membership Meeting**

The LEPC may designate any place as the meeting place for any monthly, annual or special meeting of the members. The members may change the meeting place if all the members entitled to vote at the meeting agree to another location. If the LEPC does not designate a meeting place, then the members shall meet at the principal office of the organization.

#### **Section 2.8 Notice of Membership Meeting**

*Required notice.* The Secretary of the LEPC shall deliver notice of the membership meeting to each record member.

*Manner of Communication.* The Secretary of the LEPC may deliver to member's notice of the membership meeting by e-mail, written notice, through a regular publication, or by a newsletter of the organization. The notice must be given in a fair and reasonable manner; it must be in writing and state the place, day and hour

of any monthly, annual or special membership meeting. If the LEPC determines that e-mail, or a written notice, or notice by a regular publication or a newsletter of the membership meeting is impracticable, the Secretary of the LEPC may give notice of the membership meeting by means of a newspaper of general circulation in the area where it is published.

*Adjourned Meeting.* If the members adjourn any membership meeting to a different date, time, or place, the Secretary need not give notice of the new date, time and place, if the new date, time, and place are announced at the meeting before adjournment. However, if the LEPC fixes a new record date for the adjourned meeting, or must fix a new record date, then the Secretary must give notice, in accordance with the requirements of paragraphs (b) of this section, to those persons who are members as of the new record date.

*Contents of Notice.* Unless the Montana Nonprofit Corporation Act requires it, the notice of an annual membership meeting need not include a description of the meeting's purpose or purposes. However notice of each special membership meeting shall include a description of the meeting's purpose or purposes.

Regardless of whether the notice is of a monthly, annual or special membership meeting, if a purpose of the meeting is for the members to consider either:

- a proposed amendment to the articles of LEPC (including any restated articles requiring member approval);
- a plan of merger,
- the sale, lease, exchange or other disposition of all or substantially all of the LEPC's property;
- the dissolution of the LEPC; or
- the removal of an officer,

Then the notice must state this purpose and be accompanied by a copy or summary, if applicable, of the:

- amendment to articles;
- plan of merger;
- or transaction for disposition of all the LEPC's property.

Likewise, if the LEPC indemnifies or advances expenses to an officer as defined by the Montana Nonprofit Corporation Act, the Secretary shall report this information, in writing, to all the members with or before notice of the next membership meeting.

## **Section 2.9      Fixing of Record Date**

The LEPC has fixed, in advance, a date, referred to as the record date, for the purpose of determining which members, as of a certain date, are entitled to receive notice of a member meeting. The LEPC may also fix specific rights for members of record as of the record date. The record date shall be the December meeting unless otherwise determined.

## **Section 2.10    Membership List**

*Contents of List.* After the LEPC fixes a record date for notice of a meeting, the officer maintaining the LEPC's record books, shall prepare a complete record of the members entitled to the notice of the meeting.

*Inspection.* The membership list must be available for inspection by any member, beginning 2 business days after the Secretary gives notice of the meeting for which the list was prepared. The list shall be located for inspection at the LEPC's principal office. A member, the member's agent, or attorney is entitled, on written demand, to inspect the list during regular business hours. The member shall be responsible for any reasonable inspection expenses.

*Limitations on Use of Membership List.* Without consent of the LEPC, a membership list or any part of it may **not** be obtained or used by any person for any purpose unrelated to a member's interest as a member of the LEPC. Membership lists shall **not** be distributed to members except for the sole purpose of conducting LEPC business.

### **Section 2.11    Membership Quorum**

For the purpose of official LEPC business, a quorum shall be considered 51% of LEPC core members present at the meeting. Once a vote is represented for any purpose at a meeting, the LEPC shall deem it present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting unless a new record date is or must be set for that adjourned meeting.

### **Section 2.12    Voting of Membership**

Each member (subject to the provisions of section 2.7) is entitled to one vote on each matter voted on by the members. If a membership (one entity) stands of record in the names of two or more persons, then the vote of one name shall bind all names on that one membership. Three-fourths (3/4) affirmative vote is required for member approval of LEPC merger and dissolution, and for major asset transfers. A majority vote shall carry on other matters requiring member action, unless otherwise stated in these bylaws or in the Montana Non-Profit Corporation Act.

### **Section 2.13    LEPC Records**

The LEPC shall keep a permanent record of the minutes of all meetings of:

- its members
- the board of directors
- a subcommittee of the LEPC

The LEPC shall maintain appropriate accounting records, including a quarterly report of fiscal balances to the membership.

## **ARTICLE III.    BOARD OF DIRECTORS**

### **Section 3.1    General Powers**

All LEPC powers shall be exercised by or under the authority of the members of the LEPC. The Board of Directors shall exercise only those powers given to it by the members of the LEPC and consists primarily of conducting the business and affairs of the LEPC when the LEPC cannot meet.

### **Section 3.2    Composition of the Board**

The current officers of the LEPC, subcommittee chairpersons and past chairperson of the LEPC shall compose the Board. Each director shall have one vote on any matter that comes before the Board. Each director shall hold office for the period of time they are officers or until removed in accordance with section 3.3.

### **Section 3.3    Removal of Directors**

A director (officer) may be removed, with or without cause, if a majority of the LEPC members present at a duly constituted meeting vote for the removal.

#### **Section 3.4 Director Vacancies**

If a vacancy among the directors occurs on the Board, the LEPC may fill the vacancy, by appointing another officer. If the directors remaining in office constitute less than a quorum of the Board, they may continue to conduct business as needed.

#### **Section 3.5 Regular Meetings of the Board of Directors and Notice**

The Board shall hold regular meetings as necessary in the absence of the meetings of the LEPC. The Board's Secretary shall give oral, electronic or written notice of any director meeting at least 2 days before the meeting. The notice shall include the meeting place, day and hour.

#### **Section 3.6 Director Quorum**

A majority of the number of directors shall constitute a quorum for the transaction of business at any Board meeting.

#### **Section 3.7 Compensation, Loans to, or Guarantees for Directors**

*Director Compensation.* The Board may, upon approval of the majority of the Board, pay each director's expenses, if any, for attendance at each Board meeting or committee meeting of the Board, or attendance to other required events as a representative of the Board, the LEPC, or committee of the LEPC. The directors shall not be paid a salary or fee for attending any meeting.

*Loans to or Guaranties for Directors.* The LEPC may not lend money to or guarantee the obligation of a director.

### **ARTICLE IV. OFFICERS**

#### **Section 4.1 Number of Officers**

The officers of the LEPC shall be a Chairperson, a Vice-Chair, a Secretary, a Treasurer and the immediate Past-Chair. The LEPC shall elect/appoint each of these officers. In addition to the duties specifically set forth in these bylaws, each officer shall perform any other duties that the LEPC may assign to the officer. The LEPC may appoint other officers and assistant officers, as it deems necessary. The same individual may simultaneously hold more than one office in the LEPC.

#### **Section 4.2 Appointment and Term of Office**

The LEPC shall appoint/elect officers of the LEPC for a term that the LEPC determines. If the LEPC does not specify a term, the officers shall hold office for one year or, within that year, until they resign, die or are removed in a manner provided in section 4.3. A designation of a specified term does not grant to the officer any contract rights, and the LEPC can remove the officer at any time prior to the termination of the designated term. In the event of failure or lack of opportunity to hold elections or render an appointment, the existing officers shall remain in office until new officers are installed. The Chair shall at his/her discretion, solicit and recommend a nominations committee each year to facilitate appointment of new officers.

#### **Section 4.3 Removal of Officers**

The LEPC may remove any officer at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A LEPC's appointment of an officer shall not of itself create contract rights.

#### **Section 4.4      Chairperson**

The Chairperson shall be the principal officer of the LEPC. The Chairperson shall be subject to the control of the LEPC, and shall, in general, supervise and control, in good faith, all of the business and affairs of the LEPC. The Chairperson shall preside at all meetings of the members and of the LEPC. The Chairperson may sign, with the Secretary or any other proper officer of the LEPC that the LEPC has authorized, deeds, mortgages, bonds, contracts, or other LEPC authorized instruments. The Chairperson or appropriate authorized delegate shall sign any and all legal LEPC documents requiring authorized signature on behalf of the LEPC.

#### **Section 4.5      Vice-Chair/Chairperson-Elect**

The Vice-Chair shall perform, in good faith, the Chairperson's duties if the Chairperson is absent, dies, is unable or refuses to act. If the Vice-Chair acts in the absence of the Chairperson, the Vice-Chair shall have all the Chairperson's powers and be subject to all the restrictions upon the Chairperson. If the Vice-Chair is unable or refuses to act, then the Secretary shall perform the Chairperson's duties.

#### **Section 4.6      Secretary**

The Secretary shall:

1. Attend meetings & create and maintain the minutes of the proceedings of the Board and of the LEPC
2. Provide that all notices are served in accordance with these bylaws or as required by law
3. Be custodian of the LEPC records
4. When requested or required, authenticate any records of the LEPC
5. Keep a current register of the post office and e-mail address of each member
6. Distribute minutes of meetings and other relevant information to the LEPC membership
7. In general perform all duties incident to the office of Secretary.

By virtue of the role, the Secretary shall serve as the Information Coordinator for the LEPC. In this role, the Secretary shall be responsible for processing requests for information from the public under Section 324 of the EPCRA, including Tier II information under Section 213. Requests for information shall be documented and the Chairperson shall be notified of such requests.

#### **Section 4.7      Treasurer**

If a Treasurer is elected or appointed, the Treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the LEPC
2. Receive and give receipts for monies due and payable to the LEPC from any source, and deposit all moneys in the LEPC's name in banks, trust companies, or other depositories that the LEPC shall select
3. May sign and issue all LEPC checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness
4. Submit the books and records to a Certified Public Accountant for annual audit or review
5. Provide a quarterly fiscal report to the membership
6. In general perform the entire duties incident to the office of Treasurer.

#### **Section 4.8      Past Chairperson**

In order to keep continuity in the LEPC and its proceedings, the Past Chairperson will serve as an officer in the LEPC and shall be on the Board of Directors. This officer, by virtue of the position, will be the historian of the LEPC.

## ARTICLE V. SUBCOMMITTEES

### Section 5.1 Standing Subcommittees

Standing Subcommittees of the LEPC are

- CAER [Community Awareness and Emergency Response] / Citizens Corps / CERT
- Conference
- Exercise Design
- Grants
- Unified Health Command
- Communications
- Training
- Drought Advisory

The LEPC shall utilize these standing subcommittees to more narrowly focus on critical hazardous material, safety and/or disaster planning issues. These committees report their activities and recommendations to the LEPC. The Chairperson of the LEPC, with the approval of the LEPC, shall appoint subcommittee chairpersons and those chairpersons are members of the Board of Directors.

### Section 5.2 Membership of the Standing Subcommittees

All members of the LEPC should volunteer to serve on at least one Standing Subcommittee and shall serve on no more than two subcommittees. Final membership on the Standing Subcommittees is determined by the LEPC Chairperson after consultation with the Board of Directors to ensure that all committees have sufficient membership to carry out their assigned tasks. The Standing Subcommittees may have non-voting, non-LEPC members as necessary for advice and expertise.

### Section 5.3. Meetings of the Standing Subcommittees

Each Standing Subcommittee may hold a meeting between consecutive monthly membership meetings of the LEPC. Additional meetings of the Standing Subcommittees may be called by the chairperson of those subcommittees or by the Chairperson of the LEPC as deemed necessary. The presence of a majority of the members shall constitute a quorum for the transaction of business.

### Section 5.4 Duties of the Standing Subcommittees

#### *The Community Awareness and Emergency Response (CAER) ~ Citizens Corps Subcommittee.*

The CAER Subcommittee may:

- promote community awareness about the potential of handling hazardous materials emergencies and other natural disasters;
- advise the public of appropriate actions to take in such emergencies and other natural disasters;
- evaluate resources and procedures for public alerting, warning and notification of a hazardous material emergency or natural disaster;
- inform the public of LEPC meetings and arrange publicity for the LEPC;
- formulate policies and procedures concerning the public's right-to-know provisions of SARA Title III, and related state laws; and
- respond to public inquiries and complaints regarding specific incidents or facilities.

#### *The Conference Subcommittee.*

This subcommittee may arrange, coordinate and conduct an annual LEPC conference at the request of the LEPC or it may combine a conference with another closely-related conference with approval of the LEPC.



*The Exercise Design Subcommittee.*

The Exercise Design Subcommittee is responsible for the planning, coordinating and conducting annual or semiannual exercises that reflect on the hazards that pose a risk to Yellowstone County. The Yellowstone County Disaster and Emergency Services Director is a required member of this committee by nature of his duties.

*The Grants Subcommittee.*

This subcommittee may seek out, apply for and accept grant funds on behalf of the LEPC. Such grants will adhere to the purpose of the LEPC and include but are not limited to:

- promote/enhance public awareness of emergency response activities,
- provide awareness, training and exercising of emergency response personnel,
- enhance public alerting, warning and notification and provide equipment for emergency responders for hazardous material and other natural disaster response.

*Unified Health Command Subcommittee*

This subcommittee was established to act as a liaison in the area of awareness for both first responders and the public in the event of large or small scale health related issues.

*Communications Subcommittee*

This subcommittee was formed to explore ways for agencies to communicate with each other during emergencies.

*Training Subcommittee*

This subcommittee was established to promote/enhance LEPC member awareness of training opportunities and/or provide abbreviated versions of that training to the membership.

**Section 5.5. Ad Hoc Committees.**

The Chairperson may establish/dissolve ad hoc committees as necessary to perform specific functions of the LEPC and to address unique LEPC issues as needed. The Chairperson of the LEPC, with the approval of the LEPC, shall appoint the Chairperson and members of ad hoc committees. The LEPC shall provide a specific charge, a defined scope of work, time constraints, reporting actions, and other appropriate requirements for each ad hoc committee.

**ARTICLE VI. MISCELLANEOUS**

**Section 6.1 Contracts**

The LEPC may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the LEPC and such authorization may be general or confined to specific instruments.

**Section 6.2 Loans**

The LEPC shall not allow anyone to contract on behalf of it or the Board for indebtedness for borrowed money unless the majority of the membership of the LEPC authorizes such a contract. The LEPC shall not allow anyone to issue evidence of the LEPC's indebtedness unless the LEPC authorizes the issuance by resolution.

**Section 6.3 Fiscal Year**

The fiscal year of the LEPC shall begin on July 1 of each year and end on June 30<sup>th</sup> of the following year. The LEPC administrative calendar year shall be 12 consecutive months beginning on January 1<sup>st</sup> each year.

#### **Section 6.4 Indemnification of Directors, Officers, Employees and Agents**

Except as otherwise limited by Sections 35-2-446 through 35- 2-454, Montana Code Annotated, the LEPC may indemnify any director or officer or former director or officer of the LEPC against claims, liabilities, expenses and costs necessarily incurred by the person in connection with the defense, compromise or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such director or officer, except in connection with a proceeding by or in the right of the LEPC in which the director was adjudged liable to the LEPC, or in connection with any other proceeding that charges improper personal benefit to the director, whether or not involving action in the person's official capacity, in which the director is adjudged liable on the basis that personal benefit was improperly received by the director; provided that indemnification of a director shall only be to the extent not otherwise compensated, indemnified or reimbursed by insurance.

#### **Section 6.5 Exempt Activities Limitation**

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this LEPC shall take any action or carry on any activity by or on behalf of the LEPC not permitted to be taken or carried on by an LEPC exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they hereafter may be amended.

#### **Section 6.6 Annual Report**

The LEPC shall generate an annual report of activities and accomplishments following its December business meeting. Each sub-committee shall generate independent reports that will contribute to the total LEPC report. The report shall be considered public record and be provided to the County Commissioners and the City Councils of each incorporated city in the county.

#### **Section 6.7 Amendments**

- *General.* Any amendment to these bylaws must be approved by a majority vote of the members of the LEPC.
- *Notice of Meeting to Vote on an Amendment.* If the LEPC or the members seek to have the amendment approved by the members at a membership meeting, the Secretary of the LEPC shall give written or electronic notice to the members of the proposed meeting, in accordance with section 2.5 or Section 2.6.

### **ARTICLE VII. APPROVAL AND ADOPTION**

APPROVED AND ADOPTED THIS 12 DAY OF JANUARY, 2006, EFFECTIVE UPON ADOPTION.

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Joe Marcotte, Chair

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Marvin L. Jochems, Vice-Chair

ATTEST:

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Kathy E. Gibson, Recording Secretary